

JS 44 (Rev. 12/12)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

William Adoff

(b) County of Residence of First Listed Plaintiff Camden
(EXCEPT IN U.S. PLAINTIFF CASES)(c) Attorneys (Firm Name, Address, Email and Telephone Number)
John Hanamirian, Esquire, 40 E. Main Street, Moorestown, NJ 08057,
(856) 793-9092 Email: jmh@hyklawyers.com

DEFENDANTS

Robert Irvin Roth, Denise Roth, Robert Levin and NuVision Networks, Corp.

County of Residence of First Listed Defendant Riverside
(IN U.S. PLAINTIFF CASES ONLY)NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF
THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- | | |
|--|---|
| <input type="checkbox"/> 1 U.S. Government Plaintiff | <input type="checkbox"/> 3 Federal Question (U.S. Government Not a Party) |
| <input type="checkbox"/> 2 U.S. Government Defendant | <input checked="" type="checkbox"/> 4 Diversity (Indicate Citizenship of Parties in Item III) |

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- | Citizen of This State | <input checked="" type="checkbox"/> PTF | <input type="checkbox"/> DEF | <input type="checkbox"/> PTF | <input checked="" type="checkbox"/> DEF | |
|---|---|---|------------------------------|---|----------------------------|
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> 1 Incorporated or Principal Place of Business In This State | | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input checked="" type="checkbox"/> 2 Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input checked="" type="checkbox"/> 5 | |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 | |

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excludes Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input checked="" type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <input type="checkbox"/> 362 Personal Injury - Medical Malpractice	PERSONAL INJURY <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 367 Health Care/ Pharmaceutical Personal Injury Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability	<input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 440 Other Civil Rights <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/ Accommodations <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 448 Education	PRISONER PETITIONS Habeas Corpus: <input type="checkbox"/> 463 Alien Detainee <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty Other: <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition <input type="checkbox"/> 560 Civil Detainee - Conditions of Confinement	LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Management Relations <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 751 Family and Medical Leave Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Employee Retirement Income Security Act	SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395f) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g))
				FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609
				<input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 896 Arbitration <input type="checkbox"/> 899 Administrative Procedure Act/Review or Appeal of Agency Decision <input type="checkbox"/> 950 Constitutionality of State Statutes

V. ORIGIN (Place an "X" in One Box Only)

- | | | | | | |
|---|---|--|---|--|---|
| <input checked="" type="checkbox"/> 1 Original Proceeding | <input type="checkbox"/> 2 Removed from State Court | <input type="checkbox"/> 3 Remanded from Appellate Court | <input type="checkbox"/> 4 Reinstated or Reopened | <input type="checkbox"/> 5 Transferred from Another District (specify) _____ | <input type="checkbox"/> 6 Multidistrict Litigation |
|---|---|--|---|--|---|

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):

28 U.S.C. § 1332(a)

Brief description of cause:

Derivative suit

VI. CAUSE OF ACTION

 CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P.

DEMAND \$

CHECK YES only if demanded in complaint:
JURY DEMAND: Yes No

VII. REQUESTED IN COMPLAINT:

(See instructions):

IF ANY

JUDGE

DOCKET NUMBER

DATE

05/27/14

SIGNATURE OF ATTORNEY OF RECORD

FOR OFFICE USE ONLY

RECEIPT #

AMOUNT

APPLYING IFFP

JUDGE

MAG. JUDGE

John Hanamirian, Esq.
Hanamirian, Yellin & Kranjac, P.C.
40 East Main Street
Moorestown, NJ 08057
(856) 793-9092

IN THE UNITED STATES DISTRICT COURT
IN THE DISTRICT OF NEW JERSEY

William Adoff 17 Rutgers Road Cherry Hill, NJ 08034	:	Civil Action No.:
Plaintiff,	:	
v.	:	COMPLAINT
Robert Irvin Roth 1260 Verdugo Road Palm Springs, CA 92262	:	
Denise Roth 1260 Verdugo Road Palm Springs, CA 92262	:	
Robert Levin 2200 Bear Valley Street Las Vegas, NV 89128	:	
NuVision Networks, Corp. 777 East Tahquitz Canyon Way Suite 200-177 Palm Springs, CA 92262	:	
Defendants.		

Plaintiff William Adoff ("Mr. Adoff" or "Plaintiff"), by and through his counsel, Hanamirian, Yellin & Kranjac, P.C. derivatively on behalf of NuVision Networks, Corp. ("NuVision" or "Corporation") by way of Complaint against Defendants Robert Irvin Roth ("Mr.

Roth"), Denise Roth ("Mrs. Roth"), Robert Levin ("Mr. Levin") and NuVision (Mr. Roth, Mrs. Roth, Mr. Levin and NuVision herein collectively referred to as "Defendants") hereby say, state, and aver as follows:

PARTIES

1. Plaintiff is an individual with an address of 17 Rutgers Road, Cherry Hill, New Jersey 08034.

2. Defendant, Mr. Roth is an individual with an address of 1260 Verdugo Road, Palm Springs, California 92262.

3. Defendant Mrs. Roth is an individual with an address of 1260 Verdugo Road, Palm Springs, California 92262.

4. Defendant Mr. Levin is an individual with an address of 2200 Bear Valley Street, Las Vegas, Nevada 89128.

5. NuVision is a California registered corporation with an address of 777 East Tahquitz Canyon Way, Suite 200-177, Palm Springs, California 92262. Mr. Adoff is the President of NuVision and is also on the Board of Directors. Mr. Roth is the Chief Executive Officer, Secretary and Treasurer of NuVision and is also on the Board of Directors. Mr. Levin is the Chief Financial Officer of NuVision. Mr. Roth and Mr. Adoff are the only two shareholders of NuVision.

JURISDICTION AND VENUE

6. This Court has jurisdiction over the subject matter of this claim under 28 U.S.C. § 1332(a), diversity jurisdiction, as Plaintiff is a citizen of New Jersey and Defendants are citizens

of California and Nevada, respectively, and the amount in controversy exceeds the sum or value of \$75,000 exclusive of interests and costs.

7. Specifically, Plaintiff, Mr. Adoff, is a citizen of the State of New Jersey with an address of 17 Rutgers Road, Cherry Hill, New Jersey 08034. Defendants, Mr. Roth and Mrs. Roth are citizens of the State of California with an address 1260 Verdugo Road, Palm Springs, California 92262, Mr. Levin is a citizen of the State of Nevada with an address of 2200 Bear Valley Street, Las Vegas, Nevada 89128, and NuVision is a California corporation with a legal address of 777 East Tahquitz Canyon Way, Suite 200-177, Palm Springs, California 92262.

8. The amount in controversy exceeds the sum or value of \$75,000.00, exclusive of interests and costs.

9. This Court has personal jurisdiction over Defendants as NuVision's main business servers are located in this Court's district; an address within this Court's district is registered with NuVision's insurance company as a location of the business; and the Company's primary business is conducted in this Court's district. Most importantly, all management and supervisory business is handled in this Court's district. Venue in this Court is also appropriate as the acts of which the Plaintiff complains occurred in this district.

SUMMARY

10. Plaintiff, derivatively, on behalf of nominal Defendant NuVision, seeks relief for the damages sustained by NuVision, against certain directors and officers of the Corporation for violations of law, including their breaches of duties of loyalty, care and candor, and for fraud and bad faith.

11. By reason of their positions as directors and officers of NuVision, and because of

their ability to control the business and corporate and financial affairs of the Corporation, each of the Defendants owed NuVision and its shareholders the duty to exercise due care and diligence in the management and administration of the affairs of the Company and in the use and preservation of its assets; the duty of loyalty, to put the interests of the Company above their own financial interests; and the duty of candor, including full and candid disclosure of all material facts related thereto.

FACTS

12. On or about 1992, Mr. Adoff, in his capacity as the Auxiliary Director of the Philadelphia College of Pharmacy and Science ("PCPS"), began conducting business with, and purchased the Amecs System software from Mr. Roth and his company, Roth Systems, which later became NuVision.

13. Over the next several years, Mr. Adoff remained in contact with Mr. Roth as Mr. Adoff created his own data integration system between the Amecs System and the student information system at PCPS.

14. In 2001, Mr. Adoff left PCPS and started working as an Assistant Professor of Computer Science for Philadelphia University and also for NuVision, handling installations and technical service.

15. In 2003, Mr. Adoff became the President of NuVision and was responsible for overseeing operations. Mr. Adoff also aided with programming work from time to time. As compensation for his "sweat equity", Mr. Adoff received Two Thousand Five Hundred (2,500) shares of NuVision's Ten Thousand (10,000) shares of outstanding stock.

16. By 2004, Mr. Adoff stopped teaching and started working full time for NuVision, as a result of NuVision's ability to generate enough revenue to compensate Mr. Adoff for his employment and for his health insurance benefits.

17. In 2006, Mr. Adoff was given the option to purchase an additional Two Thousand Four Hundred and Eighty-Seven (2,487) shares of NuVision stock at Fifty Dollars (\$50.00) per share ("Option to Purchase"). Mr. Adoff and Mr. Roth verbally agreed that Mr. Adoff would pay for the Option to Purchase at the time of a sale of the Company. Mr. Adoff and Mr. Roth verbally agreed that Mr. Adoff would pay for the option at the time of a sale of the Company.

18. In 2010, Mr. Roth and his former wife began the process of divorce. Around that time, Mr. Roth began to continually decrease the amount of time that he worked for NuVision. Mr. Roth was charged with the responsibility for programming and development of new products; he failed to meet that responsibility.

19. In 2013, as a collateral consequence of Mr. Roth's divorce settlement, Mr. Adoff was forced to exercise his Option to Purchase the additional Two Thousand Four Hundred and Eighty-Seven (2,487) shares of NuVision stock, for a total of One Hundred Twenty-Four Thousand Three Hundred and Fifty Dollars (\$124,350.00), within a 10-day period. This was both startling and inconvenient for Mr. Adoff; however, Mr. Adoff gathered and paid the monies to the Corporation.

20. Also as a result of Mr. Roth's divorce, in 2013 he was forced to sell his house. Mr. Roth then rented a home and began charging Two Thousand Dollars (\$2,000) per month from NuVision's bank account for rent on his new, personal residence.

21. Mr. Adoff's ownership of shares of stock then totaled Four Thousand Nine Hundred and Eighty-Seven (4,987) shares of the total outstanding Ten Thousand (10,000) shares of stock. The only other shareholder of NuVision is Mr. Roth who owns the remaining Five Thousand and Thirteen (5,013) shares.

22. Mr. Roth is the current Chief Executive Officer and Director of NuVision and earns an annual salary from NuVision of One Hundred and Thirty-Two Thousand Dollars (\$132,000.00).

23. Mrs. Roth is a current employee of NuVision and earns an annual salary from NuVision of Fifty Thousand Dollars (\$50,000.00).

24. Mr. Levin is the current Chief Financial Officer of NuVision and earns an annual salary from NuVision of Seventy-Two Thousand Dollars (\$72,000.00).

25. At the end of each year, Mr. Roth and Mr. Adoff receive cash distributions from the profits of NuVision.

26. All but one of NuVision's employees work remotely from their own homes and do not receive compensation for "home office" expenses. There is a NuVision sales office in Philadelphia where one employee works.

27. Over the last couple of months, Mr. Roth and Mr. Levin have discussed the financial health of NuVision and the necessity to grow revenues in order to keep the Corporation's cash position stable. Earlier this month, Mr. Roth communicated his concerns about revenues to Mr. Adoff.

DERIVATIVE ACTION AND DEMAND FUTILITY ALLEGATIONS

28. Plaintiff brings this action derivatively in the right and for the benefit of the Corporation to redress the injuries suffered, and to be suffered, by the Corporation as a direct result of the multiple breaches of fiduciary duty, fraud and bad faith, alleged herein. The Corporation is named as a nominal defendant solely in a derivative capacity.

29. Plaintiff will adequately and fairly represent the interests of the Corporation in enforcing and prosecuting its rights.

30. Plaintiff is and has continuously been an owner of Company stock during the time Defendants conducted the wrongful acts alleged herein and continues to be an owner at the present time.

31. Plaintiff did not make any demand on the Board of Directors of the Corporation to bring this action because such a demand would have been a futile, wasteful and useless act because the only other director aside from Plaintiff is Mr. Roth, a perpetrator of all of the wrongful acts alleged herein.

COUNT I
BREACH OF FIDUCIARY DUTY OF CARE

32. The foregoing paragraphs are incorporated at length as if set forth fully herein.

33. In 2013, as a result of Mr. Roth's divorce, he was forced to sell his house. Mr. Roth then rented a home and began charging Two Thousand Dollars (\$2,000) per month from NuVision's bank account for rent on his new, personal residence (true and accurate copies of Mr. Roth's December 2013, January 2014, February 2014 and March 2014 rent payment checks are attached hereto in Exhibit A).

34. All but one of NuVision employees work remotely from their own homes and none are compensated for rent payments or office space. (The one employee who works in the Philadelphia sales office also works from home from time to time and does not receive any compensation towards his home office).

35. Both Mr. Levin and Mr. Roth have discussed the financial issues of NuVision, and the fact that there is a low balance of cash in the bank account, yet Mr. Roth decided to expend additional, unwarranted capital resources on rent for his own, personal residence.

36. Though Mr. Roth has been using corporate funds to rent a “home office” (that is in fact his own residence), he would not provide Mr. Adoff with a mailing address for the location after several requests by Mr. Adoff. On April 7, 2014, Mr. Roth sent an email to Mr. Adoff stating, “I am out of the office for the rest of the month. Mail is being forward to Bob L.” (a true and accurate copy of this email is attached hereto in Exhibit B).

37. Mr. Roth has been charging NuVision thousands of dollars for an office that may or may not exist, that he may or may not be in for a month at a time, yet he refuses to tell Plaintiff where that office is located. This “office” rent is also not reported as income for Mr. Roth when it clearly appears to be personal in nature and more appropriately characterized as a dividend.

38. These actions are not in the best interest of the Corporation, particularly given NuVision’s cash flow.

39. Pursuant to the California Corporations Code (“Code”) Section 309(a), “A director [of a California corporation] shall perform the duties of a director, including duties as a

member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and its shareholders and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances".

40. Since 2012, Mr. Roth has barely contributed anything to NuVision as far as time and effort. Mr. Roth has been an absentee owner, Director and Officer. That activity coupled with Mr. Roth's absence from corporate affairs without explanation for a month, is a violation of the duty of care owed to the Corporation.

41. As a direct and proximate result of the breach of fiduciary duty of care, Defendants have caused, and will continue to cause, the Corporation to suffer monetary damages as a result of the wrongdoing described herein.

WHEREFORE, the Plaintiff, as a shareholder and representative of the Corporation, demand judgment against Defendants, jointly and severally, for damages, together with interest, the costs of suit and all other relief the Court deems just and proper under the circumstances.

COUNT II
BREACH OF FIDUCIARY DUTY OF LOYALTY FOR ENGAGING IN AN
UNDISCLOSED CONFLICT OF INTEREST

42. The foregoing paragraphs are incorporated at length as if set forth fully herein.

43. On May 29, 2012, Mr. Roth and his new wife, Mrs. Roth, who are both employed by NuVision, registered a Company called Pink Leopard Software, Inc. ("Pink Leopard") in the State of California, not coincidentally, with the same mailing address as NuVision in Palm

Springs, California. They also registered Pink Leopard as a corporation on March 18, 2014 in the State of Delaware.

44. In the “Who is Pink Leopard” section of the Pink Leopard business plan that lists the partners, it states: “Robert Roth is the *retired* CEO of NuVision Networks, a company he founded in the 1980’s. NuVision sells and services ONECard systems for colleges and universities throughout the United States and Central America....Robert Levin, who formerly served as the CFO with organizations such as Prudential Real Estate and Krispy Kreme Doughnuts, has signed on as our CFO.” (emphasis added)(see Pink Leopard Business Plan attached hereto in Exhibit C).

45. The other two members of Pink Leopard are Mrs. Roth and Creed Erickson (“Mr. Erickson”), who is the Director of Mobile Development.

46. Defendants Mr. Roth and Mr. Levin have been using NuVision email accounts and servers to correspond regarding Pink Leopard, write the Pink Leopard business plan and discuss the Pink Leopard strategy.

47. None of the Defendants have disclosed or received consent from Plaintiff or the other employees of NuVision for the extent of Defendants’ role in Pink Leopard; nor have Defendants disclosed or received consent regarding the extent of Pink Leopard’s applications.

48. Defendants Mr. Roth, Mrs. Roth and Mr. Levin are all continuing to earn salaries from NuVision.

49. By Mr. Roth is claiming to be retired from NuVision and a full-time member of the founding team of Pink Leopard, and by the Defendants being actively employed in the

development of Pink Leopard, Defendants have been and are currently engaged in a direct conflict of interest with NuVision.

50. Directors owe a corporation a duty of loyalty that requires them to make decisions based on the best interests of the corporation and not based on any type of personal interest.

51. By engaging in an ongoing, undisclosed conflict of interest, Defendants have breached and continue to breach the duty of loyalty they owe the Corporation.

52. As a direct and proximate result of the Defendants' breaches of their fiduciary duties, Defendants have caused, and will continue to cause, the Corporation to suffer substantial monetary damages as a result of the wrongdoing described herein.

53. The Corporation has been directly and substantially injured by reason of the defendants' intentional breach and/or reckless disregard of their fiduciary duties to the Corporation.

WHEREFORE, the Plaintiff, as a shareholder and representative of the Corporation, demand judgment against Defendants, jointly and severally, for damages, together with interest, the costs of suit and all other relief the Court deems just and proper under the circumstances.

COUNT III
BREACH OF FIDUCIARY DUTY OF LOYALTY FOR USURPING CORPORATE OPPORTUNITIES

54. The foregoing paragraphs are incorporated at length as if set forth fully herein.

55. In September of 2013, NuVision employee, Brian Adoff, sent an email to Mr. Roth introducing the company Estimote and their beacon technology. Brian Adoff further suggested how NuVision might integrate this type of technology into the business, stating, "I'm

not sure how we can tie this technology into payments at this time, but it may be possible to use something like the Estimote beacons in classrooms for attendance. I think it would be great if we can use someone else's existing technology, like Estimote, but apply a University-specific application over it that takes advantage of our unique ability to access cardholder data records. It doesn't even have to be groundbreaking, but while all of our competitors are beating us to NFC and smartphone payments maybe we can leverage this other technology for marketing and data mining within campus bookstore and retail, and student engagement and development departments." (a true and accurate copy of this email is attached hereto as Exhibit D)

56. Mr. Roth replied to Brian Adoff's email stating, "I ordered the SDK. Thanks."

57. The SDK that Mr. Roth ordered was shipped to him by Estimote on January 14, 2014.

58. On February 28, 2014, an Estimote representative sent an email to Mr. Roth entitled "Beacons for education". Mr. Roth forwarded this email to Mr. Erickson, who replied, "I'm coding. Fast."

59. NuVision has been exploring expansion into applications for mobile phones to replace the scan card technology (see NVN Discussion Items – January 5 attached hereto as Exhibit E). As such, the technology that Pink Leopard is developing falls within the realm of opportunities that would be of interest to the Corporation.

60. Defendants have been usurping corporate opportunities of NuVision by using their role at NuVision to acquire information and then using it for their own personal benefit through the Pink Leopard entity.

61. In an email sent from Mr. Roth to Mr. Adoff on May 7, 2014, Mr. Roth states, “Per the weekly financial report I receive I know that our cash balance is extremely low....Clearly, our sole focus now should be on revenue generation and I will work on that as well. I am looking for your thoughts and ideas on how we can generate revenue both quickly and over the long run.” (a true and accurate copy of this email is attached hereto in Exhibit F).

62. The opportunities that Defendants failed to explore for NuVision – but rather pursued those opportunities for themselves – have a detrimental effect on NuVision, who is actively seeking additional revenues. The Corporation has been harmed as a result of the Defendants’ diverting the resources necessary for the success of NuVision to Pink Leopard.

63. Defendants have been expending significant time and energy to develop Pink Leopard, positioning it as a massive opportunity with projected profits of over Five Million Dollars (\$5,000,000) in year two of operations; potential partnerships with large customers such as the National Football League; and patent-pending technology. The Pink Leopard venture is by no means a small, side project. Rather it is a full-time, large-scale operation.

64. The duty of loyalty prohibits “self-dealing”, meaning that, absent the proper prior disclosure and consent, a director is required to have no personal or financial interest in any matter.

65. By usurping corporate opportunities for their own benefit, Defendants have breached and continue to breach the duty of loyalty they owe to the Corporation.

66. As a direct and proximate result of the Defendants' breaches of their fiduciary duties, Defendants have caused, and will continue to cause, the Corporation to suffer substantial monetary damages as a result of the wrongdoing described herein.

67. The Corporation has been directly and substantially injured by reason of the Defendants' intentional breach and/or reckless disregard of their fiduciary duties to the Corporation.

COUNT IV
BREACH OF FIDUCIARY DUTY OF CANDOR

68. The foregoing paragraphs are incorporated at length as if set forth fully herein.

69. The duty of candor requires Directors to disclose facts that are critical to the financial health of the corporation.

70. In addition to engaging in an ongoing conflict of interest, Defendants have breached their duty of candor by not disclosing the facts surrounding that conflict of interest.

71. Defendants have not disclosed their involvement in Pink Leopard, which is critical to the financial health of NuVision. Specifically, senior executive officers are spending time and resources to grow a new venture rather than focusing on growing NuVision.

72. Also, as stated above, Defendants have also not disclosed the address of Mr. Roth's new residence that he is claiming to be a NuVision office and paying for rent using NuVision's cash.

73. By not disclosing critical facts that affect the financial health of NuVision, Defendants have breached the duty of candor to the detriment of the Corporation.

WHEREFORE, the Plaintiff, as a shareholder and representative of the Corporation, demand judgment against Defendants, jointly and severally, for damages, together with interest, the costs of suit and all other relief the Court deems just and proper under the circumstances.

COUNT V
FRAUD

74. The foregoing paragraphs are incorporated at length as if set forth fully herein.

75. On May 4, 2014, Mr. Levin sent an email to an unknown colleague stating, "We are looking to add several employees on the East coast to our organization so I am writing to see if you can recommend any headhunters who specialize in IT personnel." (a true and accurate copy of this email is attached hereto in Exhibit G).

76. Meanwhile, on May 7, 2014, Mr. Levin sent an email to Mr. Roth stating, "I know our plans are to replace Bill and Brian sometime this fall. In the interim I think it would be a good idea to let Bill know you are tracking our financial progress. Therefore, I have prepared an Email for Bill (see attached) which you can edit and revise at will. This Email serves two purposes: 1) it provides legal backup for Bill and Brian's termination later this year in that there is written proof that they have been made aware of our financial issues. 2) it places Bill on notice we need to focus solely on revenue generation." (a true and accurate copy of this email is attached hereto in Exhibit H).

77. Mr. Roth, later on May 7, 2014, took Mr. Levin's instructions and sent the email to Mr. Adoff, stating, in pertinent part, "Per the weekly financial report I receive I know that our cash balance is extremely low....Clearly, our sole focus now should be on revenue generation and I will work on that as well. I am looking for your thoughts and ideas on how we can

generate revenue both quickly and over the long run.” (a true and accurate copy of this email is attached hereto in Exhibit F).

78. When Mr. Adoff replied to the aforementioned email later on May 7, 2014, stating, “I think that you and I need to have a long and quiet talk when I get back from all of my installation work,” Mr. Roth snidely replied, “Bill, when you return, I would like your response in writing.” (a true and accurate copy of this email is attached hereto in Exhibit F).

79. Defendants have been plotting against Mr. Adoff for an incalculable amount of time, stringing him along, and tricking him into thinking they are all dedicated to NuVision and actively seeking revenue opportunities.

80. Defendants have been planning to terminate and oust the Plaintiff and are taking great lengths to create a paper trail to support a conjured basis for that ouster and termination.

81. Defendants have willfully deceived Plaintiff with the malicious intent to induce him to remain employed with and to grow the revenues of NuVision, knowing that they are going to terminate, Plaintiff and Brian Adoff, Plaintiff’s son, and force them out of NuVision in an effort to bolster their own share of NuVision’s profits.

WHEREFORE, the Plaintiff, as a shareholder and representative of the Corporation, demand judgment against Defendants, jointly and severally, for damages, together with interest, the costs of suit and all other relief the Court deems just and proper under the circumstances.

COUNT VI
BREACH OF IMPLIED COVENANT OF GOOD FAITH AND FAIR DEALING

82. The foregoing paragraphs are incorporated at length as if set forth fully herein.

83. In addition to an act of fraud as detailed above, the actions of Defendants are also a breach of the implied covenant of good faith and fair dealing, which requires parties to not do anything to unfairly interfere with the rights of any other party.

84. On August 6, 2013, Mr. Levin sent an email to Mr. Roth with letters for NuVision employees, notifying them that Mr. Roth wants to be heavily involved in all operations of the Corporation. (a true and accurate copy of this email is attached hereto in Exhibit I).

85. On August 6, 2013, Mr., Levin sent an email to Mr. Roth stating, "Despite how we may feel about Bill, letting him know about the employee letters is the professional thing to do. Plus, he will find out anyway from Brian and perhaps other employees." (a true and accurate copy of this email is attached hereto in Exhibit I).

86. This is just another example of Defendants plotting amongst themselves, in breach of the implied covenant of good faith and fair dealing specifically against Plaintiff. It has not yet been determined how and if they have been plotting against other employees as well.

87. Lastly, when Defendant Mr. Roth forced a 10-day demand on Plaintiff to exercise his Option to Purchase, Defendant breached the implied covenant of good faith and fair dealing because he contradicted their verbal agreement to Mr. Adoff's detriment.

88. By violating the implied covenant of good faith and fair dealing, Defendants have harmed and continue to harm Plaintiff.

WHEREFORE, the Plaintiff, as a shareholder and representative of the Corporation, demand judgment against Defendants, jointly and severally, for damages, together with interest, the costs of suit and all other relief the Court deems just and proper under the circumstances.

COUNT VII
BAD FAITH

89. The foregoing paragraphs are incorporated at length as if set forth fully herein.

90. On October 2, 2013, Mr. Levin sent an email to Mr. Roth stating, "Have you given any more thought to me setting up a company in Nevada to bill NVN for your time programming a phone app. All the revenue would be yours and I believe there are legal ways to get you the money without it flowing through a bank account." (a true and accurate copy of this email is attached hereto in Exhibit J).

91. Defendants were plotting with one another to bill NuVision for work completed by Mr. Roth and pass the revenues directly to Mr. Roth.

92. This foregoing is bad faith on behalf of the Defendants to usurp corporate opportunities and to use NuVision as a front for self-dealing.

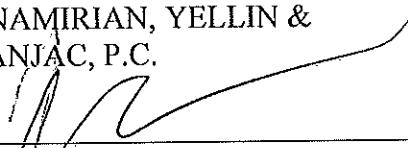
93. Further, Defendants have claimed that they have been self-funding Pink Leopard. Defendants all earn salaries from NuVision. Defendant, Mr. Roth, gets an annual distribution of profits from NuVision.

94. It is an act of bad faith of the Defendants to, on one hand, tell Plaintiff that NuVision is short on cash and needs to focus on revenue generation; and on the other hand, continue to receive large sums of cash from NuVision and fund a venture that is in conflict with NuVision.

95. By acting in bad faith, Defendants have harmed and continue to harm Plaintiff.

WHEREFORE, the Plaintiff, as a shareholder and representative of the Corporation, demand judgment against Defendants, jointly and severally, for damages, together with interest, the costs of suit and all other relief the Court deems just and proper under the circumstances

HANAMIRIAN, YELLIN &
KRANJAC, P.C.


John M. Hanamirian
40 East Main Street
Moorestown, NJ 08057
Telephone: (856) 793-9092
Facsimile: (856) 793-9121

Attorneys for Plaintiff

DATED: _____

JURY TRIAL DEMAND

Please take notice that the plaintiff demands a trial by jury as to all issues in the above matter.

HANAMIRIAN, YELLIN &
KRANJIAC, P.C.

John M. Hanamirian
40 East Main Street
Moorestown, NJ 08057
Telephone: (856) 793-9092
Facsimile: (856) 793-9121

Attorneys for Plaintiff

DATED: _____

Exhibit A



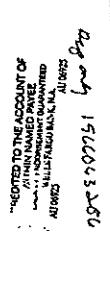
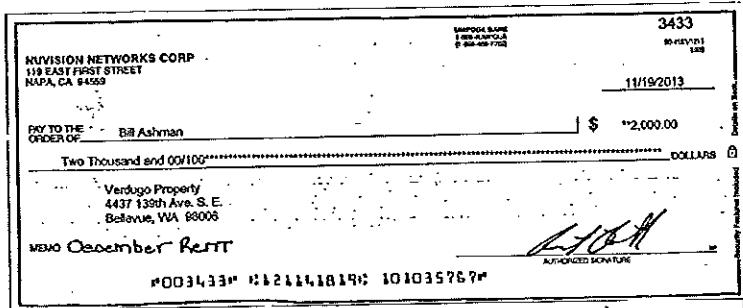
Check Images

Account: BUSINESS ANALYZED CHECKING 5767 | Check Number: 3433 | Date Posted: 12/9/2013 | Amount: \$2,000.00

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Posted: 12/9/2013 | Amount: \$2,000.00

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NUVISION NETWORKS CORP 119 EAST FIRST STREET NAPA, CA 94559		REF ID: BANC 1-800-446-7772 www.banc.com	3434 BANC 2013
11/19/2013			
PAY TO THE ORDER OF:	Bill Ashman	\$	**200,000
Two Thousand and 00/100-----		DOLLARS	
Verdugo Property 4437 139th Ave. S.E. Bellevue, WA 98006			
MEMO Security Deposit			
<i>[Signature]</i> ATTACHED DOWNTIME			
PO003434P 0121141819C 101035767P			

ACCT# TO THE ACCOUNT OF
WITNESS NAMED PAYEE
LACK OF FUNDAMENTAL PAYEE
WELLS FARGO BANK N.A.
04521
41-0675

Aug 1969 156606320

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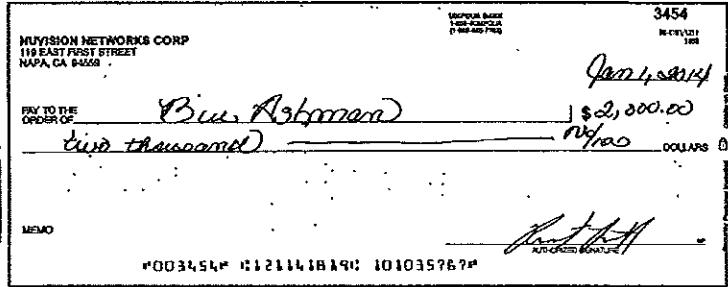
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Account: BUSINESS ANALYZED CHECKING 5767 | Check Number: 3454 | Date Posted: 1/6/2014 | Amount: \$2,000.00

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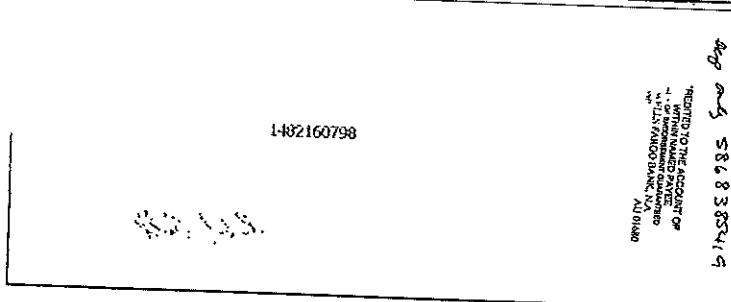
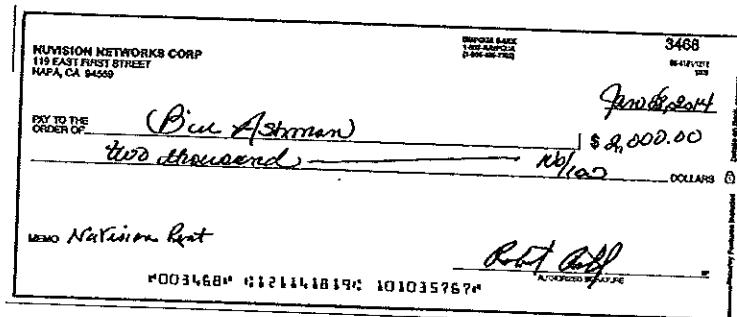
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Account: BUSINESS ANALYZED CHECKING 5767 | Check Number: 3468 | Date Posted: 2/5/2014 | Amount: \$2,000.00

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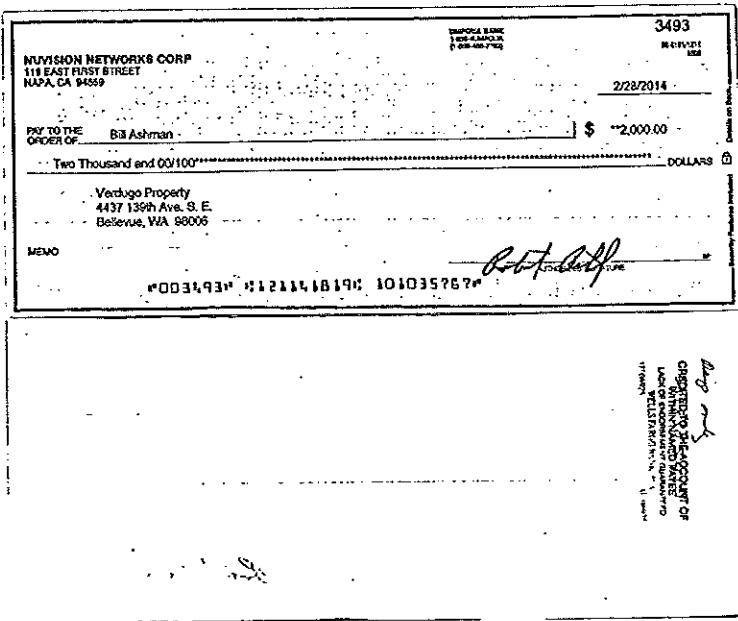
Check Images

Account: BUSINESS ANALYZED CHECKING 5767 | Check Number: 3493 | Date Posted: 3/10/2014 | Amount: \$2,000.00

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Exhibit B

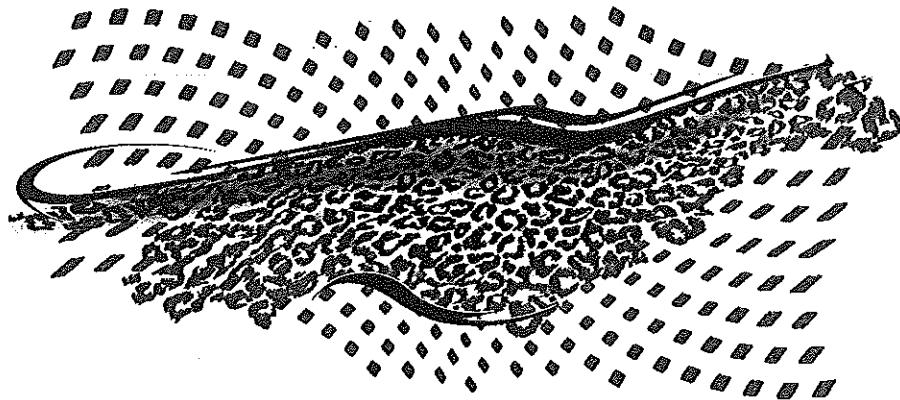
(9)

Subject: Out Of Office
From: <bobroth@nuvisionnetworks.com>
Date: 4/7/2014 3:20 PM
To: William Adoff <billadoff@nuvisionnetworks.com>

Bill,
I am out of the office for the rest of the month. Mail is being forwarded to Bob L.
Bob

Sent from Windows Mail

Exhibit C



Pink Leopard Software, Inc.

Business Plan

Contact:
Denise Roth
CEO, Pink Leopard Software, Inc.
denise@pinkleopardsoftware.com
770-873-6353
Fax 760-406-5015
777 East Tahquitz Canyon Way
Suite 200-177
Palm Springs, CA 92262

- M/W/P

Pink Leopard Software: Executive Summary

Pink Leopard Software is the brainchild of Denise Roth, who, along with her husband Robert, share a common vision of the future of Mobile technology. Pink Leopard Software (PLS) operating since 2012, was incorporated in Delaware in March 2014. Our company develops software applications for the Android and iOS platforms.

PINK LINK, BEACON-ME™

Pink Link is a smart phone application which capitalizes on the combined power of smart phones, the Internet and location beacons to provide location based services. With Pink Link we can set up the link from any object to any information on the Internet regardless of content type. Pink Link can also automatically start another app on the phone when in proximity of a beacon.

The Pink Link application allows smart phone users to retrieve information and be connected to a video, picture, web site or web app effortlessly. The application will automatically notify smart phone users when in the presence of a beacon thereby allowing them the choice to view the information being presented. Pink Link can also trigger another app on the phone.

For the entity desiring to deliver information, such as a business, non-profit or governmental agency, it's as simple as entering the web address of a YouTube video or a web page address. Once set up anyone approaching the beacon will be given the opportunity to view the video or link to the web site. In addition, our ability to automatically insert the user's cell phone number and language of choice into the URL, allows information providers to create a dynamic and individual user experience. All links are password protected and all transactions over the Pink Link network are AES encrypted.

For example, let's attach a beacon to a house currently for sale. When I pull up in front of the house my phone gives a beep and tells me there is a video available. Clicking on the video allows the listing agent to provide my own personal tour of the property. The agent can also provide a web site link and have the MLS listing appear in my language of choice.

Another example could be placing a beacon at the entrance to a Starbucks. Upon entering the store, the beacon could automatically start the Starbuck app.

The Android and IOS beta version of PINK LINK will be available in late March 2014.

We Are the Google of Things

We have become a society that thrives on instant access to information. Our Pink Link product places highly relevant information in the public's hands with little or no action required from the end user. The users' proximity to an item, any item, instantly triggers access to additional content.

By making this product free to everyone it places the ability to, not only consume, but to create location based content in everyone's hands. It's as easy as typing in a URL. Access video, web content, web applications, any Internet content simply by being in proximity to an object of interest.

High growth potential

We are on the edge of the next great Internet boom. Locations based networking is going to dramatically change the way content is delivered to us. We are seeing companies making small inroads to the marketplace using location based products. They have set their sights too low. Our Pink Link product makes the need for these other applications unnecessary.

We are the Google of things. We provide the bridge between things and the Internet. We will own this market. By entering this emerging market with our technology, the growth potential is unlimited.

Sustainable competitive advantage

A provisional patent was filed on 4/9/2014. The conversion to a utility patent will be pursued as funding becomes available. The patent application is being handled by Fulwider Patton LLP., of Los Angeles.

By entering this emerging market at this early stage, with a free product, we have thrown up a significant deterrent to competition. How much effort and resources are people willing to commit to compete with a free product?

Competitors are forcing users to use only iPhones and iBeacons from Apple. We feel this is short sighted. Our Pink Link works with a wide array of beacons available from different manufacturers.

We are professional developers with deep roots in high speed transaction processing. Our product is stunning and blindingly fast, throwing up another barrier to competitors.

Exceptional return on investment

By entering the market at this early stage with a game changing application, the return to seed round investors is going to be significant.

Use of funds

To date, Pink Link has been funded entirely by Denise Roth. We are seeking seed round funding in the amount of \$ 1,000,000. This funding will be used over the first two years to cover operating costs which include personnel, a marketing campaign and the cost of a small office. The two founders and our CFO, Robert Levin, will take no salary for the first year

Current Beacon Technology

Still in its infancy, we are seeing a number of experiments in this field. Macy's is doing a large scale trial and Major League Baseball is testing it in a major arena. Apple has plans to place this technology in all their retail operations. For now, all the uses for location beacons require downloading the creator's application which, per above, would require separate application downloads. Pink Link creates one application for all information providers. Apple has created a closed system that limits user choices and access to the information. Pink link makes this technology available to everyone with a smart phone.

At its core, what does Google search do for you? It links your questions to the answer located somewhere on the Internet. Google stores nothing, providing only your connection. We want to accomplish the same with a single application. We want to be the bridge between objects and information all linked via location beacons.

Who is Pink Leopard?

Pink Leopard is the brainchild of Denise Roth, our CEO. Denise ran a successful service business for over 30 years. Her dream was to start a women based technology company and execute her vision where your phone, already an important part of your life, becomes a key component in your work life.

Robert Roth is the retired CEO of NuVision Networks, a company he founded in the 1980's. NuVision sells and services ONECard systems for colleges and universities throughout the United States and Central America.

Creed Erickson is our director of mobile development. Creed was part of the team that brought Apple's OS X to market and has been focused on mobile development since 2009. He has also provided business and scientific solutions for RCA, GE, Western Digital and the Minneapolis Star Tribune.

Robert Levin, who formerly served as the CFO with organizations such as Prudential Real Estate and Krispy Kreme Doughnuts, has signed on as our CFO.

The Company

Pink Leopard Software is the brainchild of Denise Roth, who, along with her husband Robert, share a common vision of the future of Mobile technology. Pink Leopard Software (PLS) operating since 2012, was incorporated in Delaware in March 2014.

Pink leopard Software creates and develops innovative apps for Android and iOS platforms. We help you make your smartphone smarter with applications that make a difference in your life. Pink Leopard Software is putting your phone to work for you. Your phone is your vehicle to always be connected...

At Pink Leopard Software, we understand the needs, wants and desires of busy professionals who want to make a change in their life. For our consumers our apps will be a household name. We strive hard to create apps that will help make your life easier, so you can enjoy every moment of your life without sacrificing your time and efficiency.

Pink Leopard Software creates apps that are unique in design, intuitive, user friendly and cost effective. While providing you a solution to a problem, we make apps that enhance the success of not only your business, but make your life more productive, efficient and fruitful.

Our developers have a combined experience of over 50 years in enterprise software development, and use the most up-to-date methodologies and security features available today. The development team brings their skills in creativity, vision, coding and security to the table. Our developers secure the code and content to protect the integrity of our software and the reputation of our business. It is important to know that your software comes from a trusted source.

Executive Management Summary

Denise Roth: Ms. Roth is the CEO of Pink Leopard Software and is responsible for assembling a unique team of professional, like minded individuals, with the necessary skills to achieve the company mission and our vision of success. Denise's current role is to act as a liaison between PLS developers and the needs of end users to insure PLS applications are easy to use and achieve their desired objective. Denise has also assembled the sales and marketing team. They are currently undergoing orientation and training. Denise owns 95% of Pink Leopard.

Robert Roth: Mr. Roth is the primary application developer. He is the retired CEO of NuVision Networks, a multi-million dollar company he founded in the 1980's. Mr. Roth developed proprietary software for a higher education ONECard system which continues to be sold and serviced to this day. Each day NuVision software processes over a million financial transactions on college campuses throughout the United States and Central America.

Creed Erickson: Creed Erickson is our director of mobile development. Creed was part of the team that brought Apple's OS X to market and has been focused on mobile development since 2009. He has also provided business and scientific solutions for RCA, GE, Western Digital and the Minneapolis Star Tribune.

Robert Levin: Mr. Levin was formerly the CFO with Prudential Real Estate and Krispy Kreme Doughnuts organizations. His specialty is emerging and mid-market consumer based businesses.

Products & Services

Pink Link creates a link between any physical object or location and content located on the Internet or an app residing on a user's smartphone.

The content may be a web page, a web application, a picture or video. Any content located on the Internet can be triggered by a user's location.

Allowing a link to an app is a powerful feature of Pink Link. Suppose you placed a beacon at the entrance to Starbucks. Upon entering the store, Pink Link could automatically start the Starbucks app for you.

Also, Pink Link allows anyone to create this link between an app or content and a location beacon. It's as easy as entering an URL or app name. Pink Link puts the power of location beacon technology in everyone's hands.

Pink Leopard is also offering enhanced services to the beacon user. The links created within Pink Link are password protected and transactions are secured with AES encryption. A beacon user can further protect their link by purchasing a Protected Service which makes the link un-editable.

Another service available to beacon users is the Enhanced URL Service. This allows a beacon user to create an individualized experience for the end user. By including the end users phone number and language of choice in the URL, it's easy to create a unique user experience. We already know where an end user is located, and by adding the phone number to the URL, we also know their identity which can be used to develop individualized content.

Adding the language of choice, which is located in the phone, to the URL allows a developer to trigger content in various languages.

Projections in this business plan are based on these services being available for \$20.00 USD each.

The technology used by location beacons is readily available, inexpensive and easily engineered and understood. It can easily, at a nominal cost, be built into consumer goods allowing a manufacturer to access a Pink Link directly from their products. Our Enhanced Services for Manufacturers will deliver language specific content to their customers for a nominal fee. Projections in this business plan are based on \$.05 charge per item.

The provisional patent application, #USSN 61-977,453; Data Locator Technology, is being handled by Fulwider Patton LLP, the intellectual property law firm located in Los Angeles. It was filed on 4/9/2014.

Providing Pink Link on Android and iOS and using beacons from various major manufacturers presents many engineering challenges. Every new beacon we acquire needs slight changes in the software. Until the beacon hardware market stabilizes we anticipate several software upgrades which are easily implemented using Apple's App Store and Google Play.

Market Analysis

The Pink Link product is introducing an entirely new method for content delivery to the world. The potential market is everything, everyone and any place. There is not a market, it is everything. Consider Google Search. Do they have a market? No. We find ourselves in the same position.

We are the Google of things.

By making Pink-Link accessible, easy to use and free, its possibilities are infinite. Of course with a product with this kind of potential the danger is spreading ourselves too thin and doing a poor job of distribution in all markets.

Our first goal is to go after clients that will gain us the most media attention. Possibilities under discussion include the San Diego Zoo, the NFL, Subway and the de Young museum in San Francisco.

Because of other products from Pink Leopard, we had the opportunity recently to display our Pink Link product to restaurant owners from around the country. The response was overwhelming. The most frequently heard comment was "I want it now!" There are roughly one million restaurants in the US alone and our initial steps into this market shows incredible opportunity.

We often use real estate as a use case for Pink Link. At any given time, there are about 190,000 houses for sale in the US. There are also 18.2 million apartments in the United States (availability unknown). The plan is for us to work our way into the National Realtors Association.

We often half joke about putting a beacon on your dog. There are 70 million dogs and 74 million cats in this country. Instead of imbedding a chip in your pet, attach a beacon to their collar pointing to a YouTube video.

We are making inroads to the NFL. Sporting events present us with an incredible opportunity to sign up large blocks of end users with insignificant cost to the franchise owners. Recent yearly attendance figures for the NFL is 17 million. Major League Baseball, 74 million. Soccer 6 million. Hockey sees 21 million fans each year and basketball hosts about 17 million.

Because of our ability to launch other phone apps from a beacon, we have the ability to enhance the smart phone user experience at no cost to developers. There are 900,000 apps in Apples app store and 1.2 million in Google Play. All are candidates for a Pink Link.

Then of course there is retail. We are not going after only large retailers, we want them all. All 4.4 TRILLION storefronts accessible with one app.

Market Opportunity

The use of beacons for location based services represents a synergy between any entity that wishes to provide locational information and smart phone and tablet users. The cost for implementation and maintenance of Pink Link is extremely low which results in a virtually limitless market for information providers including such entities as businesses, non-profits and governmental agencies. Consequently, the only market constraint for Pink Link is the phone.

It is estimated that as of December 31, 2013 there were over 150 million smartphone users in the United States and that Apple and Android phones accounted for 93% of this market. Worldwide it is estimated that global smart phone users at the end of 2013 totaled 1.43 billion.

Market Solutions

Pink Link combines the power of smart phones, location beacons and the Internet to provide information solutions. Pink Link has the capability to provide these solutions at a significantly lower cost than is currently available and is truly unique in that it can 'marry' the desires of consumers and businesses in to a single experience.

The initial roll out of Pink Link is designed to focus on the following solutions:

- 1) the desire by businesses to strategically promote the sale of products and services.
- 2) the desire by businesses to enhance the consumer experience.
- 3) the desire by consumers to obtain product / service information quickly and effortlessly.

Following are examples representing the potential return on investment for the information provider:

Grocery Stores: The placement of a single beacon at the entrance to a grocery store would allow the grocer to notify smart phone users upon entry of items on sales. These items could change virtually every day thereby allowing the grocer a targeted approach to 'couponing'. In addition, internal loyalty programs can provide greater value to both the information provider and consumer through a highly tailored coupon and information program.

Retail (electronics, appliances)

The placement of a single beacon on an item would allow the consumer to immediately receive unlimited information on the product without having to search for a salesperson. This information could include a greeting from management along with a video of the product in use.

Auto Industry

The auto industry is expected to be a major consumer of this technology. The auto industry is constantly searching for ways to bypass the local dealer sales force to make sure the customer receives the exact message they wish to project.

Retail Estate

The placement of a beacon on a house for sale allows the realtor to provide information which goes beyond that which is currently available. In addition to the basic information it could include a greeting, pictures or a video, and a list of similar homes for sale by the realtor in that neighborhood. All this is directly under the realtors control bypassing third party products like Trulia and Zillow.

Museums, Arenas, Airports, Transit Systems

The placement of beacons can provide information that not only enhances the user experience but also promotes the sale of tickets and retail destinations such as food or merchandise. The ability of Pink Link to provide language specific content will greatly enhance the user experience at these venues.

Retail Products – Post Purchase

The placement of a beacon on a purchased product would allow manufacturers to provide helpful setup and use information thereby creating a more positive relationship with the consumer which results in greater product satisfaction and increased brand loyalty.

Marketing Strategy

While the synergy between information providers and end users is key to the power of Pink Link it is that very synergy that creates a marketing challenge. There is no need for information beacons without the Pink Link application installed on your smart phone or tablet, and there is no need for the Pink Link application to be downloaded if there are no location beacons in place.

The first step is to quickly develop marketing materials and a marketing campaign to promote the Pink Link application. Based on the minimal cost of installation and programming the second step is to attract a prototype retailer such as a national grocery store chain, to install the Pink Link application. The advantage to the grocer, in addition to the value proposition outlined previously, is the publicity associated with being first out of the gate.

It is our belief that once this prototype installation is up and running, it will be easy to rapidly promote Pink Link through the use of traditional and social media. The 'buzz' associated with this publicity will allow for rapid sales to other information providers.

The overall goal is to create a critical mass of success stories that will allow Pink Link to market to large manufacturers of consumer electronics, appliances, automobiles and other large volume industries.

Competition

There are several companies currently working with Bluetooth Low Energy (Beacon or BLE) technology. Most of them are centered on Apples iBeacon software. Unfortunately, Apples implementation of BLE technology attempts to lock this into Apple products which severely limits its usefulness.

Using Apples technology, you must know about a beacon to use it in an application. Beacons cannot be discovered in the "wild". This essentially inhibits this new technology's usefulness.

Also, all of the competitors are focused on providing retail solutions that require a unique app for every business. This is also a limitation of Apples technology. Apples solution limits beacon technology to large retailers that have their own app. We open it up to everyone. Apple is working on the top 1% of businesses. We're after the prize; the other 99%.

One competitor using Apples technology, Urban Airship, a British company, made a big splash at the World Mobile Conference this year in Barcelona, as they attempted to rebrand themselves as a beacon centric company. Urban, which has raised 46.6M to date, to date does not appear to have a product.

Swirl, which has raised 14M, appears to market a development kit to app developers building location based beacon apps for the retail market. They do not appear to have their own product.

Another competitor, Beaify, seems to be active on the social media sites but has no web site of their own. Their status is unknown to us.

Gimbal, a Qualcomm company, is offering beacons and a developers SDK that provides location based solutions for iOS. Their own documentation states, "Note: Proximity features available on iOS only". We are currently evaluating the Gimbal beacons for use in Pink Link. Gimbal has recently been sold to an unknown investor group.

As you can clearly see from the competitors, they have all adopted a technology strategy that limits choices for developers, retailers and end users. They also limit their focus to the retail market, ignoring the incredible benefits for many other market segments.

Our Pink Link product suffers from none of these limitations. Pink Link serves up location based beacon technology for everyone with a smartphone. Our service uses beacons from a variety of manufacturers and is available on the iOS and Android platforms. Our easy to use product places beacon technology within everyone's grasp.

Sales Plan

Once the \$1,000,000 in seed funding is obtained a sales team will be assembled to contact potential information providers. Once our prototype success story is in place our sales team will sign up as many information providers as possible progressing from smaller to larger entities as time progresses. The sales team will initially target high visibility customers for maximum media attention.

Once a critical mass of information providers have been signed, a portion of sales efforts will be focused on signing up a large manufacturer of consumer based products (i.e. electronics, appliances).

PINK LEOPARD SOFTWARE**5 Year P & L Projection (by Year)**

REVENUE	Year 1	Year 2	Year 3	Year 4	Year 5
Link Sales	0	750,000	3,500,000	7,000,000	14,000,000
Beacon Sales	650,000	1,950,000	26,000,000	39,000,000	65,000,000
Non Beacon Sales	50,000	225,000	4,000,000	7,500,000	15,000,000
Total Revenue	700,000	2,925,000	33,500,000	53,500,000	94,000,000
COGS	80,000	240,000	3,200,000	3,600,000	6,000,000
Gross Margin	620,000	2,685,000	30,300,000	49,900,000	88,000,000
EXPENSES					
Marketing	500,000	1,000,000	1,000,000	4,000,000	6,000,000
Sales	300,000	400,000	500,000	800,000	1,000,000
Personnel	330,400	924,000	1,478,400	1,668,800	2,475,200
S, G & A	129,500	157,500	221,000	436,500	832,500
Total Expenses	1,259,900	2,481,500	3,199,400	6,905,300	10,307,700
NET PROFIT (EBITA)	(639,900)	203,500	27,100,600	42,994,700	77,692,300
	(629,575)	195,250	27,087,400	42,979,800	77,670,200

Funding

To date, Pink Link has been funded entirely by Denise Roth. We are seeking seed round funding in the amount of \$ 1,000,000 for 25% equity in Pink Leopard Software. This funding will be used over the first two years to cover operating costs which include personnel, a marketing campaign and the cost of a small office. Denise and Robert and Robert Levin will take no compensation for the first year of operation.

Exhibit D

Subject: Fwd: BLE
From: Brian Adoff <brianadoff@nuvisionnetworks.com>
Date: 5/9/2014 8:13 AM
To: William Adoff <billadoff@nuvisionnetworks.com>

Begin forwarded message:

From: <bobroth@nuvisionnetworks.com>
Subject: Re: BLE
Date: September 14, 2013 3:40:07 PM EDT
To: Brian Adoff <brianadoff@nuvisionnetworks.com>

I ordered the SDK. Thanks.

Bob

Sent from Windows Mail

From: Brian Adoff
Sent: Friday, September 13, 2013 11:57 AM
To: Bob Roth

Hi Bob,

I think Bluetooth Low Energy, or BLE, is a very interesting technology how it's currently being applied and will surpass any NFC initiatives. There's a company called Estimote who developed "beacons" that connect to smartphones using BLE. A few days ago, PayPal announced their BLE payment hardware beacon that allows people to pay for an item "hands-free".

Watch this video: https://www.youtube.com/watch?feature=player_embedded&v=sUlqfjpInxY.

Doesn't it sound a lot like this?:

Welcome to the Bay Area. You're from the east coast and this is your first trip here. Luckily, you have your iPaq with NVN's Smart technology software. As you drive through the city, your iPaq is busy. Smart businesses of all kinds are showing up on your PDA. As you move in and out of neighborhoods, they are appearing and disappearing from the screen. Tonight you're looking for a restaurant. You click on one that seems interesting. You get the location with a map, phone number and hours of operation. You see the restaurant up ahead on your right. Another click shows you reviews. Looks good. Another tap for the menu, wine list and tonight's specials. There's even a Smart e-coupon for a free appetizer. Give them a call and you're in. Tap on parking and follow the directions. Enjoy your meal. Welcome to the Smart city.

As you approach a building with a Smart server, the PDA beeps and displays the name of the server, Macy's, SFO, Coldwell Banker etc. From there the possibilities are endless. If you are interested in the business, tap the server name. No interest? The server will disappear as you

move out of range.

The Macy's Smart server could show the entire store directory, the location of the credit department, the location of the bathrooms, items on sale, instructions for special orders, any information. All data items (Atoms) may contain a picture.

If you haven't seen the PayPal product yet, here's the TC article: <http://techcrunch.com/2013/09/09/paypal-debuts-its-newest-hardware-beacon-a-bluetooth-le-enabled-device-for-hand-free-check-ins-and-payments/>.

I'm not sure how we can tie this technology into payments at this time, but it may be possible to use something like the Estimote beacons in classrooms for attendance. I think it would be great if we can use someone else's existing technology, like Estimote, but apply a University-specific application over it that takes advantage of our unique ability to access cardholder data records. It doesn't even have to be groundbreaking, but while all of our competitors are beating us to NFC and smartphone payments maybe we can leverage this other technology for marketing and data mining within campus bookstore and retail, and student engagement and development departments.

- Brian

--
Brian Adoff | NuVision Networks | Executive Vice President
Office: (888) 405-1823 x102 | Mobile: (760) 668-9725
brianadoff@nuvisionnetworks.com | www.nuvisionnetworks.com

Shipment confirmation

G

Subject: Shipment confirmation
From: Estimote <orders@estimote.com>
Date: 1/14/2014 9:15 AM
To: bobroth@nuvisionnetworks.com



Shipment confirmation

We have shipped your order to:

Robert I Roth
777 East Tahquitz Canyon Way, Suite
200-177
PALM SPRINGS, CA, 92262
United States

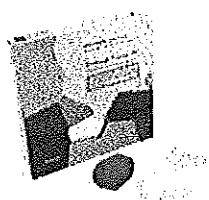


Your tracking number is:
667205210020094

[Track Order](#)

Order summary

Estimote Beacons Developer Kit:
1 pack



Order number:
10c92f5987c505323cd0bb80095b14a7

Order date:
September 14th, 2013

You are receiving this email because you are either a customer or a friend of Estimote.
In case you have any problems please contact us at contact@estimote.com

Estimote, Inc. · 340 S Lemon Ave #1312 · Walnut, CA 91789 · California, US
Estimote Polska Sp. z o. o. · Berka Joselewicza 21 · 31-358 Kraków · Polska, UE

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Exhibit E

DISCUSSION ITEMS – January 5th

- 1) Review plan for increased revenue.
 - Bob R. to perform additional research on using smart phone bar codes to replace cards.
 - Bob R. and Bob L. to attend CES seminar on Transforming EDU.
 - To be discussed at January conference call meeting.
- 2) Schedule January and February monthly meetings (dates, agenda)
Bob L. to schedule first meeting Jan 23rd.
- 3) Review ADP versus Payroll Masters (ADP = \$2,010 annual; PM = \$ 3,080 annual)
Bob R. to review with Bill week of Jan 13th.
- 4) Review potential new credit card processing company = Blue Pay
Decision up to Bob L.
- 5) Review pending banking / credit items:
 - a. Credit cards
Bob R. to forward Umpqua Bank contact info to Bob L.; Bob L. to contact Umpqua Bank about credit cards with miles.
 - b. Bill's authorization to issue checks
Bob R. to review with Bill.
 - c. Brian's commission checks
Moving to ADP will result in all commission checks going thru Bob L.
- 6) Accounting Items:
 - a. Review Year End financials (completion in progress)
Bob L. to forward week of Jan 13th
 - b. AmEx annual report Delivered
 - c. Review procedures for client deposits (need to verify correct amounts before funds are deposited) Done
 - d. Monthly rent for Tahquitz Canyon
Denise to forward info.
 - e. Terms for Hartford and Prudential insurance.
Denise to forward info.
- 7) Board Set Up / Compensation
Bob R. to work on.

Exhibit F

14

Subject: Re: NuVision
From: Bob Roth <bobrothnapa@gmail.com>
Date: 5/7/2014 12:00 PM
To: William Adoff <billadoff@nuvisionnetworks.com>

Bill,
When you return, I would like your response in writing..
Thanks,
Bob

On 5/7/14, William Adoff <billadoff@nuvisionnetworks.com> wrote:
Bob,

I think that you and I need to have a long and quiet talk when I get back from all of my installation work.

William Adoff
NuVision Networks
Chief Technology Officer and President
Toll Free: (888) 405-1823 x101
Technical Support: (224) 241-CARD
billadoff@nuvisionnetworks.com
www.nuvisionnetworks.com

On 5/7/2014 11:27 AM, Bob Roth wrote:

Bill:

I am sending you this Email, as opposed to a phone call, so you will have time to review the information I am presenting.

Per the weekly financial report I receive I know that our cash balance is extremely low. Low cash balances this time of year are not uncommon but our current cash situation seems especially concerning. We have \$136k in receivables which will hopefully all arrive by May 30th. This will only cover payroll, health insurance and vendor payables through June 15th.

Revenue through May 6th is at \$504k which is \$242k below the same time last year. That doesn't take in to account that we deferred \$147k from 2013 to 2014 for uncompleted projects.

Even if 100% of the projects Brian is working on become sales it will only put revenue for 2014 around \$2 million which is near or below the \$2.18 million we booked last year. It would seem with the personnel we have in place we should be in position to exceed our revenue from prior years.

Clearly, our sole focus now should be on revenue generation and I will work on that as well. I am looking for your thoughts and ideas on how we can generate revenue both quickly and over the long run.

Bob Roth
707-479-7498

Exhibit G

Subject: Re: Greetings
From: Derek LaFavor <dereklafavor@gmail.com>
Date: 5/5/2014 12:50 PM
To: Robert Levin <boblevin@nuvisionnetworks.com>

Bob:

We are good. Trust you are the same!

The only folks we used previously with some success were Robert Half. I don't have any previous contact info but they have an office in Las Vegas.

Derek

On Sun, May 4, 2014 at 1:04 PM, Robert Levin <boblevin@nuvisionnetworks.com> wrote:

Derek:

I hope this message finds you and your family and the new business doing well.

We are looking to add several employees on the East coast to our organization so I am writing to see if you can recommend any headhunters who specialize in IT personnel.

THANKS.

ROBERT LEVIN
CFO
NuVision Networks
(PH) 702-672-9018

--

Derek LaFavor
DerekLaFavor@gmail.com
Mobile: 702.207.9221

Exhibit H

Subject: Revenue & Cash
From: Robert Levin <rmlevinnv@gmail.com>
Date: 5/7/2014 11:01 AM
To: bobroth@nuvisionnetworks.com

Bob:

I know our plans are to replace Bill and Brian sometime this fall. In the interim I think it would be a good idea to let Bill know you are tracking our financial progress. Therefore, I have prepared an Email for Bill (see attached) which you can edit and revise at will.

This Email serves two purposes:

- 1) it provides legal backup for Bill and Brian's termination later this year in that there is written proof they have been made aware of our financial issues.
- 2) it places Bill on notice we need to focus solely on revenue generation.

Let me know what you think.

Bob

—Attachments:

Bill Email.doc

57.0 KB

Exhibit I

Lauren Friedberg

From: Robert Levin <boblevin@nuvisionnetworks.com>
Sent: Tuesday, August 06, 2013 12:23 PM
To: Bob Roth
Cc: Bob Roth
Subject: Weekend Meeting Follow Up
Attachments: Brian Letter.doc; Deb Letter.doc; Frank Letter.doc; Jossy Letter.doc; Marsha Letter.doc; Dean Letter.doc; Bill Letter.doc

Good Morning Bob:

- 1) Attached are letters for each of the employees per our discussion on Saturday.
- 2) Also attached is a letter for Bill which covers the letters to the employees, his need to assist me with financial questions and your desire to review / discuss trade show expenses. I would send his letter out after the employee letters. Despite how we may feel about Bill, letting him know about the employee letters is the professional thing to do. Plus, he will find out anyway from Brian and perhaps other employees.
- 3) I made some adjustments to Brian's QB access privileges and will test them out later today when he is off line.
- 4) I will draft a letter soon regarding your desire to have a company meeting at the Anaheim NACAS show.

Robert Levin
Controller
NuVision Networks
(PH) 702-672-9018

Hello Brian:

The purpose of this Email is to let you know I intend to become more involved with day to day operations. My goal is to make sure we are doing the best we can to:

- provide excellent customer service
- retain current clients
- contract with new clients
- explore and implement new revenue opportunities
- increase operational efficiencies

I need to track our success with these activities so am asking every employee to submit a monthly report which relates to their duties. The information I would like you to Email me on the first of each month should include:

- List of RFP's in progress
- Status on RFP's submitted.
- Report on RFP's lost during the last 30 days.
- 90 day revenue projection (individual invoices /sales over \$25k).
- Report on internal operational issues / problems encountered over the last 30 days.
- Report / update on special projects you are working on.
- Your thoughts on opportunities for NVN to be more efficient.

You and I will continue to work together on new revenue opportunities over the phone.

I wouldn't ask for this information if I didn't think it was important. I know everyone is working hard and I have no desire to substantially increase your workload. I believe that by working together as a team NVN will continue to be competitive and financially strong.

The 1st of September falls during the Labor Day Holiday weekend so the September report will be due on the 5th.

I hope you will contact me if you have any questions.

Bob Roth
CEO

Hello Deb:

The purpose of this Email is to let you know I intend to become more involved with day to day operations. My goal is to make sure we are doing the best we can to:

- provide excellent customer service
- retain current clients
- contract with new clients
- explore and implement new revenue opportunities
- increase operational efficiencies

I need to track our success with these activities so am asking every employee to submit a monthly report which relates to their duties. The information I would like you to Email me on the first of each month should include:

- Status on the equipment verification project.
- Report on significant client feedback (positive or negative) over last 30 days.
- Report on internal operational issues / problems encountered over the last 30 days.
- Report / update on special projects you are working on.
- Your thoughts on potential new revenue opportunities.
- Your thoughts on opportunities for NVN to be more efficient.

I wouldn't ask for this information if I didn't think it was important. I know everyone is working hard and I have no desire to substantially increase your workload. I believe that by working together as a team NVN will continue to be competitive and financially strong.

The 1st of September falls during the Labor Day Holiday weekend so the September report will be due on the 5th.

I hope you will contact me if you have any questions.

Bob Roth
CEO

Hello Frank:

The purpose of this Email is to let you know I intend to become more involved with day to day operations. My goal is to make sure we are doing the best we can to:

- provide excellent customer service
- retain current clients
- contract with new clients
- explore and implement new revenue opportunities
- increase operational efficiencies

I need to track our success with these activities so am asking every employee to submit a monthly report which relates to their duties. The information I would like you to Email me on the first of each month should include:

- Report / update on special projects you are working on.
- Report on internal operational issues / problems encountered over the last 30 days.
- Report on installation problems encountered over the last 30 days.
- Your thoughts on opportunities for NVN to be more efficient.

I wouldn't ask for this information if I didn't think it was important. I know everyone is working hard and I have no desire to substantially increase your workload. I believe that by working together as a team NVN will continue to be competitive and financially strong.

The 1st of September falls during the Labor Day Holiday weekend so the September report will be due on the 5th.

I hope you will contact me if you have any questions.

Bob Roth
CEO

Hello Jossy:

The purpose of this Email is to let you know I intend to become more involved with day to day operations. My goal is to make sure we are doing the best we can to:

- provide excellent customer service
- retain current clients
- contract with new clients
- explore and implement new revenue opportunities
- increase operational efficiencies

I need to track our success with these activities so am asking every employee to submit a monthly report which relates to their duties. The information I would like you to Email me on the first of each month should include:

- Report / update on special projects you are working on.
- Your thoughts on any revenue opportunities we should be pursuing.
- Your thoughts on opportunities for NVN to be more efficient.

I wouldn't ask for this information if I didn't think it was important. I know everyone is working hard and I have no desire to substantially increase your workload. I believe that by working together as a team NVN will continue to be competitive and financially strong.

The 1st of September falls during the Labor Day Holiday weekend so the September report will be due on the 5th.

I hope you will contact me if you have any questions.

Bob Roth
CEO

Hello Marsha:

The purpose of this Email is to let you know I intend to become more involved with day to day operations. My goal is to make sure we are doing the best we can to:

- provide excellent customer service
- retain current clients
- contract with new clients
- explore and implement new revenue opportunities
- increase operational efficiencies

I need to track our success with these activities so am asking every employee to submit a monthly report which relates to their duties. The information I would like you to Email me on the first of each month should include:

- Report / update on special projects you are working on.
- Report on internal operational issues / problems encountered over the last 30 days.
- Your thoughts on any revenue opportunities we should be pursuing.
- Your thoughts on opportunities for NVN to be more efficient.

I wouldn't ask for this information if I didn't think it was important. I know everyone is working hard and I have no desire to substantially increase your workload. I believe that by working together as a team NVN will continue to be competitive and financially strong.

The 1st of September falls during the Labor Day Holiday weekend so the September report will be due on the 5th.

I hope you will contact me if you have any questions.

Bob Roth
CEO

Hello Dean:

The purpose of this Email is to let you know I intend to become more involved with day to day operations. My goal is to make sure we are doing the best we can to:

- provide excellent customer service
- retain current clients
- contract with new clients
- explore and implement new revenue opportunities
- increase operational efficiencies

I need to track our success with these activities so am asking every employee to submit a monthly report which relates to their duties. The information I would like you to Email me on the first of each month should include:

- Report / update on special projects you are working on.
- Report on internal operational issues / problems encountered over the last 30 days.
- Your thoughts on opportunities for NVN to be more efficient.

I wouldn't ask for this information if I didn't think it was important. I know everyone is working hard and I have no desire to substantially increase your workload. I believe that by working together as a team NVN will continue to be competitive and financially strong.

The 1st of September falls during the Labor Day Holiday weekend so the September report will be due on the 5th.

I hope you will contact me if you have any questions.

Bob Roth
CEO

Hello Bill:

I wanted to let you know I am sending Emails to every employee which indicates my desire to become more involved with day to day operations. I have concerns with both our short term profitability and the long term viability of the college market. Therefore, my goal is to make sure we are doing the best we can to:

- provide excellent customer service
- retain current clients
- contract with new clients
- explore and implement new revenue opportunities (college or otherwise)
- increase operational efficiencies

I have assigned monthly reports to every employee which will help track our success with these activities.

As part of this process I have asked Bob to start thinking about a 2014 budget. In order to assist with that project I would appreciate you providing him with any documentation he requests regarding large credit card expenses. He will also be working to determine which of the American Express charges represent recurring monthly items so we can assign them to the appropriate expense account in Quick Books.

To help contain costs this coming year I would like to review the projected expenditures for 2014 trade shows including registration, show expenses, transportation and lodging. We can discuss this in further detail in September.

I truly appreciate all of your efforts over the years building NuVision Networks in to the company it is. I believe that by working together as a team NVN will continue to be competitive and financially strong.

Bob Roth
CEO

Exhibit J

Lauren Friedberg

From: Robert Levin <boblevin@nuvisionnetworks.com>
Sent: Thursday, October 03, 2013 10:04 AM
To: bobroth@nuvisionnetworks.com
Subject: Re: Anaheim; Revenue

OK.

On 10/3/2013 6:38 AM, bobroth@nuvisionnetworks.com wrote:

Bob,
I want to talk to Brian about his report this morning. Let's talk about 8.
Bob

Sent from Windows Mail

From: Robert Levin
Sent: Wednesday, October 2, 2013 3:11 PM
To: Bob Roth

Hey Bob:

Called this morning but you were out. I had planned to call back but things got busy here so decided to put it all in an Email.

- 1) I think it would be a good idea to come up with an agenda (see draft attached) for the Anaheim meeting by October 15th. That way we can get it to Deb and Brian so they have time to review before we meet.
- 2) Clearly the most important agenda item is revenue. As of Sept 30th YTD gross revenue is \$1.6 million. As we discussed previously one way to increase revenue in the short term is through inside sales. This could be done by either: (a) freeing up Brian's time by having Deb take over his daily customer support responsibilities or (b) have Deb perform inside sales.

I like the idea of Deb taking on inside sales as I believe her experience on the 'inside' will resonate well with our clients. Plus, if Brian decides to leave when Bill goes she will have sales experience. She is currently working on a variety of customer based projects (CRM, equipment spreadsheets) which I believe all take a back seat to revenue generation. Unfortunately, this may not go over well with Brian as he may lose some commission income.

The big question is whether we make a change now or after Anaheim. While I hate to lose another 30 days I think we should see what thoughts Brian and Deb have in Anaheim on revenue generation. Then we should be ready to make a change quickly.

- 3) While revenue generation is definitely our first priority support is equally important. I recently had an issue with support which required 2 Emails on my parts and took 3 days for a response to the client. This makes me think our support system needs to be looked at. I don't know if the problem is due to technology issues, scheduling, training or a combination of the three.
- 4) Have you given any more thought to me setting up a company in Nevada to bill NVN for your time programming a phone app. All the revenue would be yours and I believe there are legal ways to get you that money without it flowing through a bank account.

Lets try and catch up tomorrow morning. I will be at my desk starting at 7 AM.

ROBERT LEVIN

Controller

NuVision Networks

(PH) 702-672-9018

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ROBERT LEVIN

Controller

NuVision Networks

(PH) 702-672-9018